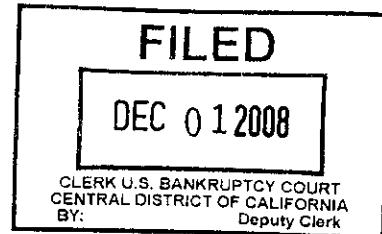


ORIGINAL

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8 Telephone: 415 439-1400  
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10 *Attorneys for Defendant*  
11 *LBREP Lakeside SC Master I, LLC*



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UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
LOS ANGELES DIVISION

**"BY FAX"**

12 GRAMERCY WAREHOUSE FUNDING  
13 I LLC,

Related to:

Case No. 8:08-bk-15588-ES

Chapter 11 Case

15 (Jointly administered with Case Nos. 8:08-bk-  
16 15637-ES; 8:08-bk-15639-ES; and 8:08-bk-  
17 15640-ES)

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**NOTICE OF REMOVAL OF STATE  
COURT CIVIL ACTION**

Los Angeles County Superior Court  
Case No. BC397750

vs.  
LBREP/L-SUNCAL MASTER I LLC;  
SCC ACQUISITIONS, INC.; SCC  
ACQUISITIONS, LLC; SCC RANCH  
VENTURES, LLC; LBREP LAKESIDE  
SC MASTER I, LLC; BRUCE ELIEFF;  
and DOES 1 through 100, inclusive,

Defendants.

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE, ALL  
PARTIES IN THE ABOVE-CAPTIONED STATE COURT CIVIL ACTION HEREBY  
REMOVED, THE U.S. TRUSTEE, ALL OTHER INTERESTED PARTIES, THE CLERK  
OF THE LOS ANGELES COUNTY SUPERIOR COURT, AND THE CLERK OF THE  
UNITED STATES BANKRUPTCY COURT FOR THE CENTRAL DISTRICT OF  
CALIFORNIA:

PLEASE TAKE NOTICE THAT LBREP Lakeside SC Master I, LLC ("LBREP

1 Lakeside") submits this Notice of Removal in accordance with Rule 9027 of the Federal Rules of  
2 Bankruptcy Procedure, 28 U.S.C. § 1452(a) and 28 U.S.C. § 157(a) and respectfully represent as  
3 follows:

4 1. On September 9, 2008, Gramercy Warehouse Funding I LLC ("Gramercy")  
5 initiated an action in the Superior Court of the State of California in and for the County of Los  
6 Angeles, captioned *Gramercy Warehouse Funding I LLC v. LBREP/L-SunCal Master I LLC, et*  
7 *al.*, Case No. BC397750, by the filing of a Complaint (the "State Court Action"). The State Court  
8 Action seeks relief based on allegations of a fraudulent transfer from defendant LBREP/SunCal  
9 Master I, LLC ("SunCal Master I") in the form of a \$144 million dividend.

10 2. On September 10, 2008, the day after Gramercy filed the State Court Action, a  
11 group of SunCal Master I creditors filed an involuntary petition under Chapter 11 of the  
12 Bankruptcy Code against it and three affiliated debtors in the United States Bankruptcy Court for  
13 the Central District of California, Santa Ana Division. *See* Case Nos. 8:08-bk-15588-ES, 8:08-  
14 15637-ES, 8:08-15639-ES, and 8:08-15640-ES (collectively the "Chapter 11 Cases".)

15 3. On October 30, 2008, the Bankruptcy Court approved the appointment of a  
16 Chapter 11 Trustee for the Chapter 11 Cases. On November 13, 2008, shortly after being  
17 appointed, the Trustee drafted and submitted a proposed complaint that he intends to file on  
18 behalf of SunCal Master I's estate. The proposed complaint asserts, among other allegations, a  
19 fraudulent transfer claim based upon the same \$144 million dividend that underlies Gramercy's  
20 State Court Action. The Trustee has affirmatively indicated that he intends to pursue these claims  
21 on behalf of the SunCal Master I estate in the Bankruptcy Court.

22 4. This Notice of Removal is accompanied by a copy of the process and pleadings in  
23 the State Court Action in accordance with Rule 9027(a)(1) of the Federal Rules of Bankruptcy  
24 Procedure. The term "pleadings" is defined by Rule 7 of the Federal Rules of Civil Procedure.  
25 Copies of the above-mentioned process and pleadings are to be filed contemporaneously with this  
26 Notice of Removal. Copies of the Complaint filed in the State Court Action are attached hereto.  
27 If additional documents relating to the State Court Action are required, LBREP Lakeside will  
28 submit such documents. In addition, LBREP Lakeside is simultaneously filing a Motion to

1 Transfer the Action to the Bankruptcy Court of the Central District of California, Santa Ana  
2 Division, where the related bankruptcy proceedings are pending.

3 5. The State Court Action, including all claims and causes of action asserted therein,  
4 is a civil action other than a proceeding before the United States Tax Court. It is not a civil action  
5 by a governmental unit to enforce such governmental unit's policy or regulatory power.

6 6. The State Court Action is a civil action that is related to the Chapter 11 Case. The  
7 bankruptcy court presiding over the Chapter 11 Case has jurisdiction over each and every cause  
8 of action asserted in the State Court Action under the provisions of 28 U.S.C. § 1334(b). One of  
9 the defendants in the State Court Action is SunCal Master I, the debtor in the above-captioned  
10 case (Case No. 8:08-bk-15588-ES) under Title 11 of the United States Code. The action is one  
11 which may be removed to this court pursuant to 28 U.S.C. § 1452 and this Notice of Removal is  
12 being timely filed as required by Federal Rules of Bankruptcy Procedure Rule 9027 within 90  
13 days after the order for relief in the case, which was issued on or about October 30, 2008.  
14 Resolution of the causes of action asserted in the State Court Action may significantly affect the  
15 administration of the estate. The claims or causes of action in the State Court Action are core  
16 proceedings under 28 U.S.C. § 157(b)(2)(H).

17 7. A copy of the Notice for Removal is being filed today with the Clerk of the  
18 Superior Court of the State of California in and for the County of Los Angeles, where the State  
19 Court Action was initially filed.

20 8. The State Court Action asserts only a single claim for fraudulent transfer and  
21 removal of that claim and cause of action is authorized by 28 U.S.C. §§ 157, 1334, and 1452.  
22 Removal is in accordance with Rule 9027 of the Federal Rules of Bankruptcy Procedure.

23 **NOW THEREFORE**, all parties to the State Court Action pending in the State Court as  
24 Case No. BC397750, are **HEREBY NOTIFIED**, pursuant to Rule 9027(e) of the Federal Rules  
25 of Bankruptcy Procedure, as follows:

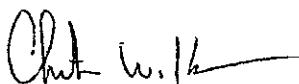
26 Removal of the State Court Action and all claims and causes of action therein was  
27 effected upon the filing of a copy of this Notice of Removal with the Clerk of the State Court  
28 pursuant to Rule 9027(c) of the Federal rules of Bankruptcy Procedure. The State Court Action is

1 removed from the State Court to the United States Bankruptcy Court for the Central District of  
2 California, Los Angeles Division. The parties to the State Court Action shall proceed no further  
3 in the State Court unless and until the action is remanded by the bankruptcy court.

4 Dated: December 1, 2008

Respectfully submitted,

5 KIRKLAND & ELLIS LLP

6 By: 

7 Mark E. McKane, State Bar No. 230552  
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16 *Attorneys for Defendant*  
17 *LBREP Lakeside SC Master I, LLC*

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# EXHIBIT A

ORIGINAL

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FILED  
LOS ANGELES SUPERIOR COURT

SEP 09 2008

JOHN A. CLARKE, CLERK

BY CYNTHIA M. JACOBS, DEPUTY

12 Attorneys for Plaintiff  
13 Gramercy Warehouse Funding I LLC

14 SUPERIOR COURT OF THE STATE OF CALIFORNIA

15 COUNTY OF LOS ANGELES

16 GRAMERCY WAREHOUSE FUNDING I  
17 LLC,

18 CASE NO. SC 397750

19 COMPLAINT FOR AVOIDANCE OF  
20 FRAUDULENT TRANSFERS UNDER  
21 UNIFORM FRAUDULENT TRANSFER  
22 ACT (CIVIL CODE § 3439.04) AND  
23 COMMON LAW

24 Plaintiff,

25 vs.

26 LBREP/L-SUNCAL MASTER I LLC; SCC  
27 ACQUISITIONS, INC.; SCC  
28 ACQUISITIONS, LLC; SCC RANCH  
VENTURES, LLC; LBREP LAKESIDE SC  
MASTER I, LLC; BRUCE ELIEFF; and  
DOES 1 through 100, inclusive,

29 Defendants.

30 Plaintiff Gramercy Warehouse Funding I LLC ("Gramercy") alleges:

31 SUMMARY OF ACTION

32 1. This action arises out of Defendant LBREP/L-SunCal Master I, LLC's  
33 constructive fraudulent transfers of \$144 million, for which it received no consideration, leaving it  
34 without sufficient assets to conduct its business. LBREP/L-SunCal Master I, LLC ("Borrower")  
35 made the transfers using loan proceeds obtained through financing arrangements purportedly  
36 designed to fund successful development of four real estate projects in Southern California (the  
37 "Development Projects").

1                   2. On February 6, 2006, Gramercy purchased a \$45 million note, as part of a  
2 Second Lien Credit Facility for Borrower, to help finance the Development Projects. On  
3 information and belief, proceeds from this Second Lien Credit Facility, along with proceeds from  
4 a First Lien Credit Facility, were used to pay \$144 million to one or more of the other defendants  
5 as return of equity and payment of dividends.

6                   3. Borrower did not receive reasonably equivalent value in exchange for the \$144  
7 million transferred to other parties; indeed, given the nature of the transfers, Borrower received  
8 nothing in exchange.

9                   4. At the time it transferred the funds, Borrower (a) was engaged or was about to  
10 engage in a business for which its remaining assets were unreasonably small in relation to the  
11 business; and/or (b) intended to incur, or believed or reasonably should have believed it would  
12 incur, debts beyond its ability to pay as they became due.

13                  5. Within months of transferring the funds, Borrower notified Gramercy and other  
14 lenders that it would need a substantial additional infusion of cash to be able to continue to  
15 develop the Development Projects.

16                  6. Gramercy Investment Trust ("Gramercy Trust") purchased a \$16.8 million note  
17 as part of a Third Lien Credit Facility for Borrower. Shortly thereafter, Gramercy, Gramercy  
18 Trust and other lenders learned that Borrower was in default on its loans from Gramercy,  
19 Gramercy Trust and others, that their loans would not be repaid, and that Borrower was  
20 abandoning the Development Projects.

21

22

## PARTIES

23                  7. Gramercy is a limited liability company organized under the laws of Delaware  
24 with its principal place of business in New York.

25                  8. Upon information and belief, Borrower is a limited liability company organized  
26 under the laws of Delaware with its principal place of business in California.

27

28

1        9.      Upon information and belief, Defendant SCC Acquisitions, Inc. is a corporation  
2 organized under the laws of California with its principal place of business in California, which  
3 also does business under the fictitious business names of "SunCal Companies" and "SunCal."

4           10. Upon information and belief, Defendant SCC Acquisitions, LLC is a limited  
5 liability company organized under the laws of California with its principal place of business in  
6 California.

7       11. Upon information and belief, Defendant SCC Ranch Ventures, LLC is a limited  
8 liability company organized under the laws of California with its principal place of business in  
9 California.

10           12. Upon information and belief, Defendant LBREP Lakeside SC Master I, LLC is  
11 a limited liability company organized under the laws of Delaware with its principal place of  
12 business in California.

13           13. Upon information and belief, Defendant Bruce Elieff is an individual residing  
14 in California and is a shareholder and the President of SCC Acquisitions, Inc.

14. The true names, identities and capacities of the defendants sued herein as Does  
15 1 through 100 are unknown to plaintiff. The fictitiously named defendants are persons who  
16 participated in the constructive fraudulent transfers alleged herein and/or who received proceeds  
17 from the fraudulent transfers. When the names, identities and capacities of these fictitiously  
18 named defendants become known, Gramercy will amend this Complaint accordingly and  
19 otherwise proceed against them as if they had been named as parties upon the commencement of  
20 this action.

## STATEMENT OF FACTS

24 A. Background on Borrower and Related Defendants

25 15. On information and belief, Borrower is a joint venture between SCC  
26 Acquisitions, Inc. and Lehman Brothers Real Estate Partners, L.P. On information and belief,  
27 SCC Acquisitions, Inc. owns a 15% interest in Borrower through a subsidiary, SCC Ranch

1 Ventures, LLC. On information and belief, Lehman Brothers Real Estate Partners, L.P. owns an  
2 85% interest in Borrower through a subsidiary, LBREP Lakeside SC Master I, LLC.

3       16. On information and belief, Borrower was formed to develop parcels of land  
4 located in Southern California, *i.e.* the Development Projects, for resale to homebuilders and  
5 commercial developers. On information and belief, in late 2005, Borrower was the indirect owner  
6 of two of the four parcels on which projects called McAllister Ranch and McSweeny Farms were  
7 to be developed, the indirect owner of part of the parcel (and of an option to purchase the other  
8 part of the parcel) on which a project called Summerwind Ranch was to be developed, and the  
9 indirect owner of an option to purchase the parcel on which a project called Borchard Patterson  
10 was to be developed.

11       17. On information and belief, Borrower was operated by SCC Acquisitions, Inc.,  
12 an entity which professed to be expert in developing real estate projects like the Development  
13 Projects, including market and financial analysis of such projects, and to have a management team  
14 focused on providing "[i]mproved return on capital while reducing downside risks."

15       18. The relationships and ownership structures of these entities and parcels is, on  
16 information and belief, as follows [see diagram on following page]:

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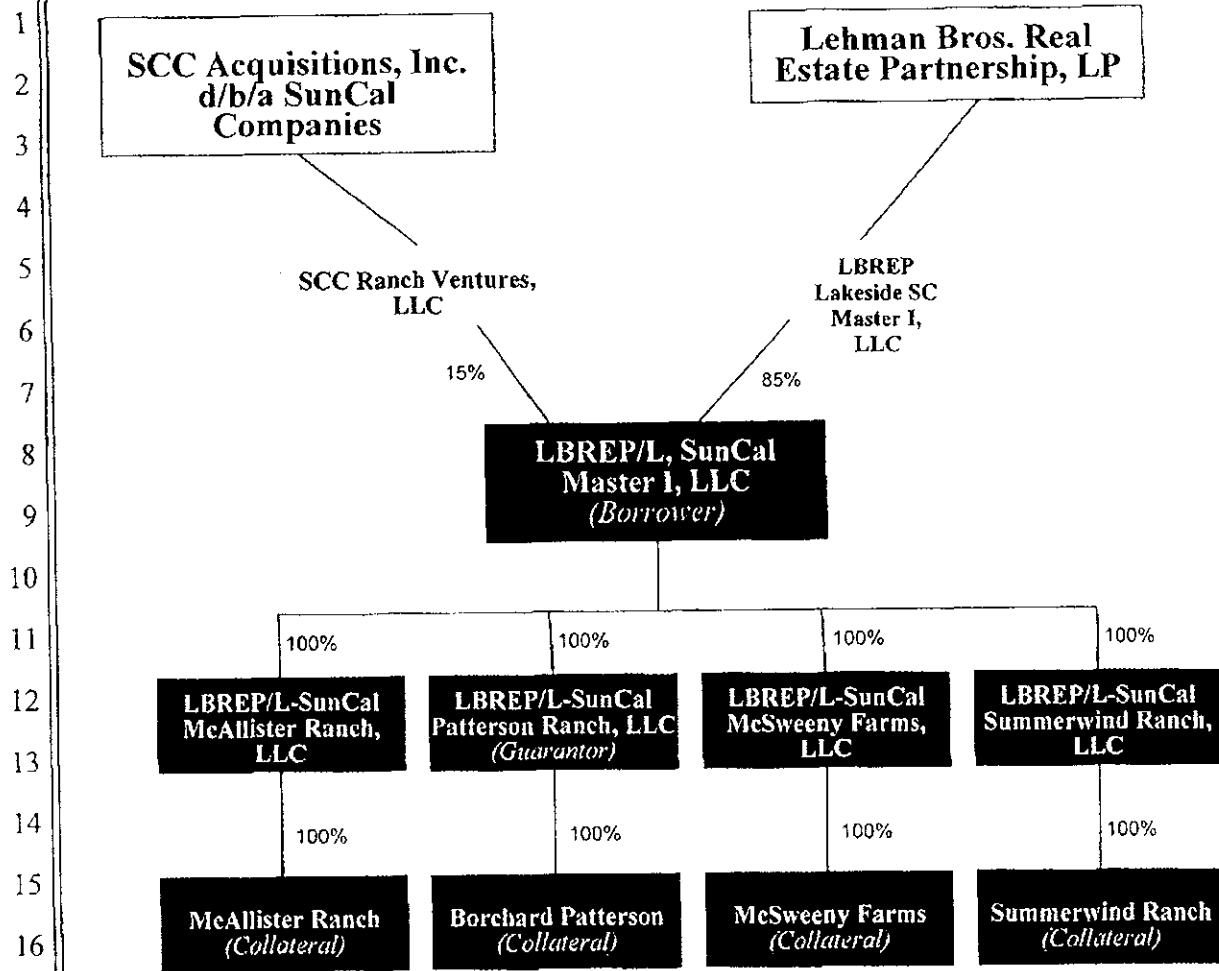
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18 B. The Second Lien Loan

19 19. On February 6, 2006, Gramercy purchased a \$45 million note as part of a  
20 Second Lien Credit Facility for Borrower pursuant to a second lien credit agreement (the "Second  
21 Lien Credit Agreement"). As a result, Borrower became indebted to Gramercy in the amount of  
22 \$45 million plus interest.

23 20. Lehman Brothers Inc. served as advisor, sole lead arranger, and sole  
24 bookrunner for the Second Lien Loan. Lehman Commercial Paper Inc. ("LCPI") served as  
25 syndication agent and administrative agent for the Second Lien Loan.

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1      **C.      The \$144 Million Transfers**

2      21.     On information and belief, at around the time Gramercy purchased the \$45  
3     million note in the Second Lien Loan, Borrower made payment for the return of equity and  
4     dividends in a total amount of \$144 million to one or more of LBREP Lakeside SC Master I, LLC,  
5     SCC Acquisitions, Inc., SCC Acquisitions LLC, SCC Ranch Ventures, LLC and Bruce Elieff (the  
6     "Transfers").

7      22.     On information and belief, Borrower did not receive reasonably equivalent  
8     value in exchange for the Transfers. Indeed, on information and belief, Borrower received no  
9     value in exchange for the Transfers.

10     23.    On information and belief, the Transfers gave various defendants -- including  
11    the owners of Borrower and related parties -- significant returns on their investment in Borrower.  
12    On information and belief, the Transfers were made at a time when Borrower was not close to  
13    completing the work on the Development Projects, which had to be developed and sold in order  
14    for Borrower to be able to pay its debt to Gramercy (or even to pay the development costs incurred  
15    for the Development Projects). Indeed, on information and belief, Borrower did not even own all  
16    of the land necessary to complete the Development Projects at the time the Transfers were made.  
17    On information and belief, Borrower knew or should have known that it would need substantial  
18    additional capital to complete the work on the Development Projects.

19      **D.      Borrower Was Left Without Sufficient Funds to Complete the  
20                      Development Projects**

21     24.    On information and belief, at the time the Second Lien Credit Facility was  
22    established, Borrower had approximately \$266 million in sources of funding; however, after the  
23    Transfers were made, Borrower was left with only approximately \$3.7 million of cash and cash  
24    equivalents, a \$25 million debt service reserve, \$25 million in a development account and \$75  
25    million of available capacity under a revolving credit facility established pursuant to a First Lien  
26    Credit Facility. Moreover, under the credit agreements, the debt service reserve could not be used  
27    for development costs and there was a minimum liquidity requirement of \$50 million. Therefore,  
28    on information and belief, Borrower had only approximately \$79 million to fund the future

1 development costs of the Development Projects and its debt service. Consequently, Borrower was  
2 dependent on future sales of lots in the Development Projects to pay these development costs and  
3 the debt service.

4 25. On information and belief, given the existing liquidity of the company and  
5 market conditions at the time, the Transfers put Borrower in a position such that (a) it was  
6 engaged and about to engage in a business or a transaction for which its remaining assets were  
7 unreasonably small; and (b) it intended to incur, or believed or reasonably should have believed  
8 that it would incur, debts beyond its ability to pay as they matured.

9 26. Indeed, several months later, Borrower notified Gramercy and other lenders that  
10 it would need a substantial additional infusion of cash to be able to continue to develop the  
11 Development Projects.

12 **E. The Third Lien Loan**

13 27. On March 9, 2007, Gramercy Trust purchased a note in the amount of  
14 \$16,845,536 as part of a third lien credit facility for Borrower pursuant to a third lien credit  
15 agreement (the "Third Lien Credit Agreement"). On February 6, 2008, Gramercy succeeded to  
16 Gramercy Trust's interest in the Third Lien Loan.

17 28. Borrower thus became indebted to Gramercy in an additional amount of  
18 \$16,845,536 plus interest in accordance with the Third Lien Credit Agreement.

19 29. Lehman Brothers Inc. served as advisor, sole lead arranger, and sole  
20 bookrunner for the Third Lien Loan and LCPI served as syndication agent and administrative  
21 agent for the Third Lien Loan.

22 **F. Borrower Default**

23 30. Just eleven months after Gramercy Trust funded \$16,845,536 of the Third Lien  
24 Loan, Gramercy, Gramercy Trust and other lenders received notice to the effect that Borrower was  
25 in default on the Second and Third Lien Loans and was abandoning the Development Projects.

26 ///

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1 **FIRST CAUSE OF ACTION**

2 **Avoidance of Constructively Fraudulent Transfer Under Uniform**  
3 **Fraudulent Transfer Act, Civil Code Section 3439.04, and Common Law**  
4 **[Against All Defendants]**

5 31. Plaintiff re-alleges and incorporates herein by reference the allegations of  
6 paragraphs 1 through 30, inclusive, of this Complaint.

7 32. Gramercy is a creditor of Borrower because (a) Borrower is obligated to repay  
8 Gramercy \$45 million together with interest thereon pursuant to the second lien note held by  
9 Gramercy and the Second Lien Credit Agreement; and (b) Borrower is obligated to repay  
10 Gramercy \$16,845,536 together with interest thereon pursuant to the third lien note held by  
11 Gramercy and the Third Lien Credit Agreement.

12 33. The Transfers of \$144 million to LBREP Lakeside SC Master I, LLC, SCC  
13 Ranch Ventures, LLC, SCC Acquisitions, Inc., SCC Acquisitions, LLC, Bruce Elieff and/or Does  
14 1 through 100, and/or to any other immediate, mediate or subsequent transferee, constitute  
15 transfers of interests of Borrower in property. On information and belief, LBREP Lakeside SC  
16 Master I, LLC, SCC Ranch Ventures, LLC, SCC Acquisitions, Inc., SCC Acquisitions, LLC,  
17 Bruce Elieff and/or Does 1 through 100 were or are immediate, mediate or subsequent transferees  
18 of the \$144 million.

19 34. On information and belief, Borrower did not receive reasonably equivalent  
20 value in exchange for the Transfers.

21 35. On information and belief, at the time Borrower made the Transfers, it (a) was  
22 engaged in a transaction, or was about to engage in a business, for which its remaining assets were  
23 unreasonably small in relation to the business; and (b) intended to incur, or believed or reasonably  
24 should have believed it would incur, debts beyond its ability to pay as they became due.

25 36. By virtue of the foregoing, the Transfers should be avoided, and the funds  
26 transferred should be restored to Borrower.

27 ///  
28 ///

1 PRAYER FOR RELIEF  
2

3 WHEREFORE, Gramercy respectfully request that the Court enter judgment and grant the  
4 following relief:

5 1. Avoidance of the Transfers set forth in the Complaint;  
6 2. Damages against each transferee or person for whose benefit the Transfers were  
7 made in an amount equal to the lesser of the value of the asset transferred or the  
8 amount necessary to satisfy Gramercy's claim;  
9 3. An award of all costs incurred in connection with this action;  
10 4. An award of attorney's fees incurred in the prosecution of this action; and  
11 5. Any and all such other relief as may be deemed appropriate by the Court.

12 DATED: September 9, 2008

13 QUINN EMANUEL URQUHART  
14 OLIVER & HEDGES, LLP

15 By: 

16 Gary E. Gans  
17 Attorneys for Plaintiff Gramercy  
18 Warehouse Funding I LLC

ORIGINAL

ATTORNEY OR PARTY WITHOUT ATTORNEY (Name, State Bar number, and address): <b>Gary E. Gans (89537)</b> <b>QUINN EMANUEL URQUHART OLIVER &amp; HEDGES, LLP</b> <b>865 S. Figueroa Street, 10th Floor</b> <b>Los Angeles, California 90017</b> <b>garygans@quinnemanuel.com</b> <b>TELEPHONE NO. (213) 443-3000 FAX NO. (213) 443-3100</b> <b>ATTORNEY FOR (Name): Plf. GRAMERCY WAREHOUSE FUNDING I LLC</b> <b>SUPERIOR COURT OF CALIFORNIA, COUNTY OF Los Angeles</b> <b>STREET ADDRESS: 111 North Hill Street</b> <b>MAILING ADDRESS: Same</b> <b>CITY AND ZIP CODE: Los Angeles, CA 90071</b> <b>BRANCH NAME: CENTRAL</b>			
CASE NAME: GRAMERCY WAREHOUSE FUNDING I LLC v. <b>LBREP/L-SUNCAL MASTER I LLC, et al.</b>			
<b>CIVIL CASE COVER SHEET</b> <input checked="" type="checkbox"/> <b>Unlimited</b> <input type="checkbox"/> <b>Limited</b> (Amount demanded demanded is exceeds \$25,000) <input type="checkbox"/> (Amount demanded is \$25,000 or less)		<b>Complex Case Designation</b> <input type="checkbox"/> Counter <input type="checkbox"/> Joinder Filed with first appearance by defendant (Cal. Rules of Court, rule 3.402)	<b>CASE NUMBER:</b> <b>5C397750</b> <b>JUDGE:</b> <b>DEPT:</b>

FOR COURT USE ONLY  
**FILED**  
**LOS ANGELES SUPERIOR COURT**

SEP 09 2008

JOHN A. CLARKE, CLERK

BY CYNTHIA M. JACOBS, DEPUTY

Items 1-6 below must be completed (see instructions on page 2).

1. Check one box below for the case type that best describes this case:

<b>Auto Tort</b>	<b>Contract</b>	<b>Provisionally Complex Civil Litigation</b>
<input type="checkbox"/> Auto (22)	<input type="checkbox"/> Breach of contract/warranty (06)	<input type="checkbox"/> Antitrust/Trade regulation (03)
<input type="checkbox"/> Uninsured motorist (46)	<input type="checkbox"/> Rule 3.740 collections (09)	<input type="checkbox"/> Construction defect (10)
<b>Other PI/PD/WD (Personal Injury/Property Damage/Wrongful Death) Tort</b>	<input type="checkbox"/> Other collections (09)	<input type="checkbox"/> Mass tort (40)
<input type="checkbox"/> Asbestos (04)	<input type="checkbox"/> Insurance coverage (18)	<input type="checkbox"/> Securities litigation (28)
<input type="checkbox"/> Product liability (24)	<input type="checkbox"/> Other contract (37)	<input type="checkbox"/> Environmental/Toxic tort (30)
<input type="checkbox"/> Medical malpractice (45)	<input type="checkbox"/> Eminent domain/Inverse condemnation (14)	<input type="checkbox"/> Insurance coverage claims arising from the above listed provisionally complex case types (41)
<input type="checkbox"/> Other PI/PD/WD (23)	<input type="checkbox"/> Wrongful eviction (33)	
<b>Non-PI/PD/WD (Other) Tort</b>	<input type="checkbox"/> Other real property (26)	
<input type="checkbox"/> Business tort/unfair business practice (07)	<b>Unlawful Detainer</b>	<b>Enforcement of Judgment</b>
<input type="checkbox"/> Civil rights (08)	<input type="checkbox"/> Commercial (31)	<input type="checkbox"/> Enforcement of judgment (20)
<input type="checkbox"/> Defamation (13)	<input type="checkbox"/> Residential (32)	<b>Miscellaneous Civil Complaint</b>
<input type="checkbox"/> Fraud (16)	<input type="checkbox"/> Drugs (38)	<input type="checkbox"/> RICO (27)
<input type="checkbox"/> Intellectual property (19)	<b>Judicial Review</b>	<input type="checkbox"/> Other complaint (not specified above) (42)
<input type="checkbox"/> Professional negligence (25)	<input type="checkbox"/> Asset forfeiture (05)	<b>Miscellaneous Civil Petition</b>
<input checked="" type="checkbox"/> Other non-PI/PD/WD tort (35)	<input type="checkbox"/> Petition re: arbitration award (11)	<input type="checkbox"/> Partnership and corporate governance (21)
<b>Employment</b>	<input type="checkbox"/> Writ of mandate (02)	<input type="checkbox"/> Other petition (not specified above) (43)
<input type="checkbox"/> Wrongful termination (36)	<input type="checkbox"/> Other judicial review (39)	
<input type="checkbox"/> Other employment (15)		

2. This case  is  not complex under rule 3.400 of the California Rules of Court. If the case is complex, mark the factors requiring exceptional judicial management:

- a.  Large number of separately represented parties d.  Large number of witnesses
- b.  Extensive motion practice raising difficult or novel issues that will be time-consuming to resolve e.  Coordination with related actions pending in one or more courts in other counties, states, or countries, or in a federal court
- c.  Substantial amount of documentary evidence f.  Substantial postjudgment judicial supervision

3. Remedies sought (check all that apply): a.  monetary b.  nonmonetary; declaratory or injunctive relief c.  punitive

4. Number of causes of action (specify):

5. This case  is  not a class action suit.

6. If there are any known related cases, file and serve a notice of related case. (You may use form GM-015.)

Date:

Gary E. Gans (89537)

(TYPE OR PRINT NAME)

(SIGNATURE OF PARTY OR ATTORNEY FOR PARTY)

**NOTICE**

- Plaintiff must file this cover sheet with the first paper filed in the action or proceeding (except small claims cases or cases filed under the Probate Code, Family Code, or Welfare and Institutions Code). (Cal. Rules of Court, rule 3.220.) Failure to file may result in sanctions.
- File this cover sheet in addition to any cover sheet required by local court rule.
- If this case is complex under rule 3.400 et seq. of the California Rules of Court, you must serve a copy of this cover sheet on all other parties to the action or proceeding.
- Unless this is a collections case under rule 3.740 or a complex case, this cover sheet will be used for statistical purposes only.

Page 1 of 2

INSTRUCTIONS ON HOW TO COMPLETE THE COVER SHEET

CM-010

**To Plaintiffs and Others Filing First Papers.** If you are filing a first paper (for example, a complaint) in a civil case, you **must** complete and file, along with your first paper, the *Civil Case Cover Sheet* contained on page 1. This information will be used to compile statistics about the types and numbers of cases filed. You must complete items 1 through 6 on the sheet. In item 1, you must check **one** box for the case type that best describes the case. If the case fits both a general and a more specific type of case listed in item 1, check the more specific one. If the case has multiple causes of action, check the box that best indicates the **primary** cause of action. To assist you in completing the sheet, examples of the cases that belong under each case type in item 1 are provided below. A cover sheet must be filed only with your initial paper. Failure to file a cover sheet with the first paper filed in a civil case may subject a party, its counsel, or both to sanctions under rules 2.30 and 3.220 of the California Rules of Court.

**To Parties in Rule 3.740 Collections Cases.** A "collections case" under rule 3.740 is defined as an action for recovery of money owed in a sum stated to be certain that is not more than \$25,000, exclusive of interest and attorney's fees, arising from a transaction in which property, services, or money was acquired on credit. A collections case does not include an action seeking the following: (1) tort damages, (2) punitive damages, (3) recovery of real property, (4) recovery of personal property, or (5) a prejudgment writ of attachment. The identification of a case as a rule 3.740 collections case on this form means that it will be exempt from the general time-for-service requirements and case management rules, unless a defendant files a responsive pleading. A rule 3.740 collections case will be subject to the requirements for service and obtaining a judgment in rule 3.740.

**To Parties in Complex Cases.** In complex cases only, parties must also use the *Civil Case Cover Sheet* to designate whether the case is complex. If a plaintiff believes the case is complex under rule 3.400 of the California Rules of Court, this must be indicated by completing the appropriate boxes in items 1 and 2. If a plaintiff designates a case as complex, the cover sheet must be served with the complaint on all parties to the action. A defendant may file and serve no later than the time of its first appearance a joinder in the plaintiff's designation, a counter-designation that the case is not complex, or, if the plaintiff has made no designation, a designation that the case is complex.

CASE TYPES AND EXAMPLES

**Auto Tort**

Auto (22)—Personal Injury/Property Damage/Wrongful Death  
 Uninsured Motorist (46) (if the case involves an uninsured motorist claim subject to arbitration, check this item instead of Auto)

**Other PI/PD/WD (Personal Injury/Property Damage/Wrongful Death) Tort**

Asbestos (04)  
 Asbestos Property Damage  
 Asbestos Personal Injury/Wrongful Death  
 Product Liability (not asbestos or toxic/environmental) (24)  
 Medical Malpractice (45)  
 Medical Malpractice—Physicians & Surgeons  
 Other Professional Health Care Malpractice  
 Other PI/PD/WD (23)  
 Premises Liability (e.g., slip and fall)  
 Intentional Bodily Injury/PD/WD (e.g., assault, vandalism)  
 Intentional Infliction of Emotional Distress  
 Negligent Infliction of Emotional Distress  
 Other PI/PD/WD

**Non-PI/PD/WD (Other) Tort**  
 Business Tort/Unfair Business Practice (07)  
 Civil Rights (e.g., discrimination, false arrest) (not civil harassment) (08)  
 Defamation (e.g., slander, libel) (13)  
 Fraud (16)  
 Intellectual Property (19)  
 Professional Negligence (25)  
 Legal Malpractice  
 Other Professional Malpractice (not medical or legal)  
 Other Non-PI/PD/WD Tort (35)  
**Employment**  
 Wrongful Termination (36)  
 Other Employment (15)

**Contract**

Breach of Contract/Warranty (06)  
 Breach of Rental/Lease  
 Contract (not unlawful detainer or wrongful eviction)  
 Contract/Warranty Breach—Seller Plaintiff (not fraud or negligence)  
 Negligent Breach of Contract/Warranty  
 Other Breach of Contract/Warranty  
 Collections (e.g., money owed, open book accounts) (09)  
 Collection Case—Seller Plaintiff  
 Other Promissory Note/Collections Case  
 Insurance Coverage (not provisionally complex) (18)  
 Auto Subrogation  
 Other Coverage  
 Other Contract (37)  
 Contractual Fraud  
 Other Contract Dispute

**Real Property**

Eminent Domain/Inverse Condemnation (14)  
 Wrongful Eviction (33)  
 Other Real Property (e.g., quiet title) (26)  
 Writ of Possession of Real Property  
 Mortgage Foreclosure  
 Quiet Title  
 Other Real Property (not eminent domain, landlord/tenant, or foreclosure)

**Unlawful Detainer**

Commercial (31)  
 Residential (32)  
 Drugs (38) (if the case involves illegal drugs, check this item; otherwise, report as Commercial or Residential)

**Judicial Review**

Asset Forfeiture (05)  
 Petition Re: Arbitration Award (11)  
 Writ of Mandate (02)  
 Writ—Administrative Mandamus  
 Writ—Mandamus on Limited Court Case Matter  
 Writ—Other Limited Court Case Review  
 Other Judicial Review (39)  
 Review of Health Officer Order  
 Notice of Appeal—Labor Commissioner Appeals

**Provisionally Complex Civil Litigation (Cal. Rules of Court Rules 3.400–3.403)**

Antitrust/Trade Regulation (03)  
 Construction Defect (10)  
 Claims Involving Mass Tort (40)  
 Securities Litigation (28)  
 Environmental/Toxic Tort (30)  
 Insurance Coverage Claims (arising from provisionally complex case type listed above) (41)

**Enforcement of Judgment**

Enforcement of Judgment (20)  
 Abstract of Judgment (Out of County)  
 Confession of Judgment (non-domestic relations)  
 Sister State Judgment  
 Administrative Agency Award (not unpaid taxes)  
 Petition/Certification of Entry of Judgment on Unpaid Taxes  
 Other Enforcement of Judgment Case

**Miscellaneous Civil Complaint**

RICO (27)  
 Other Complaint (not specified above) (42)  
 Declaratory Relief Only  
 Injunctive Relief Only (non-harassment)  
 Mechanics Lien  
 Other Commercial Complaint Case (non-tort/non-complex)  
 Other Civil Complaint (non-tort/non-complex)

**Miscellaneous Civil Petition**

Partnership and Corporate Governance (21)  
 Other Petition (not specified above) (43)  
 Civil Harassment  
 Workplace Violence  
 Elder/Dependent Adult Abuse  
 Election Contest  
 Petition for Name Change  
 Petition for Relief from Late Claim  
 Other Civil Petition

SHORT TITLE: GRAMERCY WAREHOUSE FUNDING I LLC v. LBREP/L- SUNCAL MASTER I LLC, et al.	CASE NUMBER BC 397750
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**CIVIL CASE COVER SHEET ADDENDUM AND STATEMENT OF LOCATION  
(CERTIFICATE OF GROUNDS FOR ASSIGNMENT TO COURTHOUSE LOCATION)**

This form is required pursuant to LASC Local Rule 2.0 in all new civil case filings in the Los Angeles Superior Court.

Item I. Check the types of hearing and fill in the estimated length of hearing expected for this case:  
 JURY TRIAL?  YES CLASS ACTION?  YES LIMITED CASE?  YES TIME ESTIMATED FOR TRIAL 7 HOURS  DAYS

Item II. Select the correct district and courthouse location (4 steps - If you checked "Limited Case", skip to Item III, Pg. 4):

**Step 1:** After first completing the Civil Case Cover Sheet Form, find the main civil case cover sheet heading for your case in the left margin below, and, to the right in Column A, the Civil Case Cover Sheet case type you selected.

**Step 2:** Check one Superior Court type of action in Column B below which best describes the nature of this case.

**Step 3:** In Column C, circle the reason for the court location choice that applies to the type of action you have checked.

For any exception to the court location, see Los Angeles Superior Court Local Rule 2.0.

**Applicable Reasons for Choosing Courthouse Location (See Column C below)**

1. Class Actions must be filed in the County Courthouse, Central District.	6. Location of property or permanently garaged vehicle.
2. May be filed in Central (Other county, or no Bodily Injury/Property Damage).	7. Location where petitioner resides.
3. Location where cause of action arose.	8. Location wherein defendant/respondent functions wholly.
4. Location where bodily injury, death or damage occurred.	9. Location where one or more of the parties reside.
5. Location where performance required or defendant resides.	10. Location of Labor Commissioner Office.

**Step 4:** Fill in the information requested on page 4 in Item III; complete Item IV. Sign the declaration.

Auto Tort	A Civil Case Cover Sheet Category No.	B Type of Action (Check only one)	C Applicable Reasons - See Step 3 Above
	Auto (22)	<input type="checkbox"/> A7100 Motor Vehicle - Personal Injury/Property Damage/Wrongful Death	1., 2., 4.
	Uninsured Motorist (46)	<input type="checkbox"/> A7110 Personal Injury/Property Damage/Wrongful Death - Uninsured Motorist	1., 2., 4.
	Asbestos (04)	<input type="checkbox"/> A6070 Asbestos Property Damage <input type="checkbox"/> A7221 Asbestos - Personal Injury/Wrongful Death	2. 2.
	Product Liability (24)	<input type="checkbox"/> A7260 Product Liability (not asbestos or toxic/environmental)	1., 2., 3., 4., 8.
	Medical Malpractice (45)	<input type="checkbox"/> A7210 Medical Malpractice - Physicians & Surgeons <input type="checkbox"/> A7240 Other Professional Health Care Malpractice	1., 2., 4. 1., 2., 4.
Other Personal Injury/Property Damage/Wrongful Death Tort	Other Personal Injury Property Damage Wrongful Death (23)	<input type="checkbox"/> A7250 Premises Liability (e.g., slip and fall) <input type="checkbox"/> A7230 Intentional Bodily Injury/Property Damage/Wrongful Death (e.g., assault, vandalism, etc.) <input type="checkbox"/> A7270 Intentional Infliction of Emotional Distress <input type="checkbox"/> A7220 Other Personal Injury/Property Damage/Wrongful Death	1., 2., 4. 1., 2., 4. 1., 2., 3. 1., 2., 4.
Non-Personal Injury/Property Damage/Wrongful Death Tort	Business Tort (07)	<input type="checkbox"/> A6029 Other Commercial/Business Tort (not fraud/breach of contract)	1., 2., 3.
	Civil Rights (08)	<input type="checkbox"/> A6005 Civil Rights/Discrimination	1., 2., 3.
	Defamation (13)	<input type="checkbox"/> A6010 Defamation (slander/libel)	1., 2., 3.
	Fraud (16)	<input type="checkbox"/> A6013 Fraud (no contract)	1., 2., 3.

A Civil Case Cover Sheet Category No.		B Type of Action (Check only one)	C Applicable Reasons - See Step 3 Above
Non-Personal Injury/Property Damage Employment Wrongful Death Tort (Cont'd.)	Professional Negligence (25)	<input type="checkbox"/> A6017 Legal Malpractice <input type="checkbox"/> A6050 Other Professional Malpractice (not medical or legal)	1., 2., 3. 1., 2., 3.
	Other (35)	<input checked="" type="checkbox"/> A6025 Other Non-Personal Injury/Property Damage tort	2., 3.
Contract	Wrongful Termination (36)	<input type="checkbox"/> A6037 Wrongful Termination	1., 2., 3.
	Other Employment (15)	<input type="checkbox"/> A6024 Other Employment Complaint Case <input type="checkbox"/> A6109 Labor Commissioner Appeals	1., 2., 3. 10.
Real Property	Breach of Contract/Warranty (06) (not insurance)	<input type="checkbox"/> A6004 Breach of Rental/Lease Contract (not Unlawful Detainer or wrongful eviction) <input type="checkbox"/> A6008 Contract/Warranty Breach -Seller Plaintiff (no fraud/negligence) <input type="checkbox"/> A6019 Negligent Breach of Contract/Warranty (no fraud) <input type="checkbox"/> A6028 Other Breach of Contract/Warranty (not fraud or negligence)	2., 5. 2., 5. 1., 2., 5. 1., 2., 5.
	Collections (09)	<input type="checkbox"/> A6002 Collections Case-Seller Plaintiff <input type="checkbox"/> A6012 Other Promissory Note/Collections Case	2., 5., 6. 2., 5.
Unlawful Detainer	Insurance Coverage (18)	<input type="checkbox"/> A6015 Insurance Coverage (not complex)	1., 2., 5., 8.
	Other Contract (37)	<input type="checkbox"/> A6009 Contractual Fraud <input type="checkbox"/> A6031 Tortious Interference <input type="checkbox"/> A6027 Other Contract Dispute(not breach/insurance/fraud/negligence)	1., 2., 3., 5. 1., 2., 3., 5. 1., 2., 3., 8.
Judicial Review	Eminent Domain/Inverse Condemnation (14)	<input type="checkbox"/> A7300 Eminent Domain/Condemnation Number of parcels _____	2.
	Wrongful Eviction (33)	<input type="checkbox"/> A6023 Wrongful Eviction Case	2., 6.
	Other Real Property (26)	<input type="checkbox"/> A6018 Mortgage Foreclosure <input type="checkbox"/> A6032 Quiet Title <input type="checkbox"/> A6060 Other Real Property (not eminent domain, landlord/tenant, foreclosure)	2., 6. 2., 6. 2., 6.
	Unlawful Detainer - Commercial (31)	<input type="checkbox"/> A6021 Unlawful Detainer-Commercial (not drugs or wrongful eviction)	2., 6.
	Unlawful Detainer - Residential (32)	<input type="checkbox"/> A6020 Unlawful Detainer-Residential (not drugs or wrongful eviction)	2., 6.
	Unlawful Detainer - Drugs (38)	<input type="checkbox"/> A6022 Unlawful Detainer-Drugs	2., 6.
	Asset Forfeiture (05)	<input type="checkbox"/> A6108 Asset Forfeiture Case	2., 6.
	Petition re Arbitration (11)	<input type="checkbox"/> A6115 Petition to Compel/Confirm/Vacate Arbitration	2., 5.

SHORT TITLE: GRAMERCY WAREHOUSE FUNDING I LLC v.  
 LBREP/L-SUNCAL MASTER I LLC, et al.

CASE NUMBER

Judicial Review (Cont'd.)

Provisionally Complex  
Litigation

Enforcement  
of Judgment

Miscellaneous Civil  
Complaints

Miscellaneous Civil Petitions

A Civil Case Cover Sheet Category No.	B Type of Action (Check only one)	C Applicable Reasons - See Step 3 Above
Writ of Mandate (02)	<input type="checkbox"/> A6151 Writ - Administrative Mandamus <input type="checkbox"/> A6152 Writ - Mandamus on Limited Court Case Matter <input type="checkbox"/> A6153 Writ - Other Limited Court Case Review	2., 8. 2. 2.
Other Judicial Review (39)	<input type="checkbox"/> A6150 Other Writ / Judicial Review	2., 8.
Antitrust/Trade Regulation (03)	<input type="checkbox"/> A6003 Antitrust/Trade Regulation	1., 2., 8.
Construction Defect (10)	<input type="checkbox"/> A6007 Construction defect	1., 2., 3.
Claims Involving Mass Tort (40)	<input type="checkbox"/> A6006 Claims Involving Mass Tort	1., 2., 8.
Securities Litigation (28)	<input type="checkbox"/> A6035 Securities Litigation Case	1., 2., 8.
Toxic Tort Environmental (30)	<input type="checkbox"/> A6036 Toxic Tort/Environmental	1., 2., 3., 8.
Insurance Coverage Claims from Complex Case (41)	<input type="checkbox"/> A6014 Insurance Coverage/Subrogation (complex case only)	1., 2., 5., 8.
Enforcement of Judgment (20)	<input type="checkbox"/> A6141 Sister State Judgment <input type="checkbox"/> A6160 Abstract of Judgment <input type="checkbox"/> A6107 Confession of Judgment (non-domestic relations) <input type="checkbox"/> A6140 Administrative Agency Award (not unpaid taxes) <input type="checkbox"/> A6114 Petition/Certificate for Entry of Judgment on Unpaid Tax <input type="checkbox"/> A6112 Other Enforcement of Judgment Case	2., 9. 2., 6. 2., 9. 2., 8. 2., 8. 2., 8., 9.
RICO (27)	<input type="checkbox"/> A6033 Racketeering (RICO) Case	1., 2., 8.
Other Complaints (Not Specified Above) (42)	<input type="checkbox"/> A6030 Declaratory Relief Only <input type="checkbox"/> A6040 Injunctive Relief Only (not domestic/harassment) <input type="checkbox"/> A6011 Other Commercial Complaint Case (non-tort/non-complex) <input type="checkbox"/> A6000 Other Civil Complaint (non-tort/non-complex)	1., 2., 8. 2., 8. 1., 2., 8. 1., 2., 8.
Partnership Corporation Governance (21)	<input type="checkbox"/> A6113 Partnership and Corporate Governance Case	2., 8.
Other Petitions (Not Specified Above) (43)	<input type="checkbox"/> A6121 Civil Harassment <input type="checkbox"/> A6123 Workplace Harassment <input type="checkbox"/> A6124 Elder/Dependent Adult Abuse Case <input type="checkbox"/> A6190 Election Contest <input type="checkbox"/> A6110 Petition for Change of Name <input type="checkbox"/> A6170 Petition for Relief from Late Claim Law <input type="checkbox"/> A6100 Other Civil Petition	2., 3., 9. 2., 3., 9. 2., 3., 9. 2. 2., 7. 2., 3., 4., 8. 2., 9.

SHORT TITLE: GRAMERCY WAREHOUSE FUNDING I LLC v. LBREP/L-SUNCAL MASTER I LLC, et al.	CASE NUMBER
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Item III. Statement of Location: Enter the address of the accident, party's residence or place of business, performance, or other circumstance indicated in Item II., Step 3 on Page 1, as the proper reason for filing in the court location you selected.

REASON: CHECK THE NUMBER UNDER COLUMN C WHICH APPLIES IN THIS CASE		ADDRESS
<input type="checkbox"/> 1. <input checked="" type="checkbox"/> 2. <input type="checkbox"/> 3. <input type="checkbox"/> 4. <input type="checkbox"/> 5. <input type="checkbox"/> 6. <input type="checkbox"/> 7. <input type="checkbox"/> 8. <input type="checkbox"/> 9. <input type="checkbox"/> 10.		3500 West Olive Ave., Ste 650
CITY: Burbank	STATE: CA	ZIP CODE: 91505

Item IV. Declaration of Assignment: I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct and that the above-entitled matter is properly filed for assignment to the Superior Court - State of California courthouse in the Central District of the Los Angeles Superior Court (Code Civ. Proc., § 392 et seq., and LASC Local Rule 2.0, subds. (b), (c) and (d)).

Dated: 9-9-08



(SIGNATURE OF ATTORNEY/FILING PARTY)

PLEASE HAVE THE FOLLOWING ITEMS COMPLETED AND READY TO BE FILED IN ORDER TO  
PROPERLY COMMENCE YOUR NEW COURT CASE:

1. Original Complaint or Petition.
2. If filing a Complaint, a completed Summons form for issuance by the Clerk.
3. Civil Case Cover Sheet form CM-010.
4. Complete Addendum to Civil Case Cover Sheet form LACIV 109 (Rev 01/07), LASC Approved 03-04.
5. Payment in full of the filing fee, unless fees have been waived.
6. Signed order appointing the Guardian ad Litem, JC form FL-935, if the plaintiff or petitioner is a minor under 18 years of age, or if required by Court.
7. Additional copies of documents to be conformed by the Clerk. Copies of the cover sheet and this addendum must be served along with the summons and complaint, or other initiating pleading in the case.

# EXHIBIT B

ORIGINAL

1 QUINN EMANUEL URQUHART OLIVER & HEDGES, LLP

2 Gary E. Gans (Bar No. 89537)

3 garygans@quinnemanuel.com

4 David M. Grable (Bar No. 237765)

5 davegrable@quinnemanuel.com

6 Curran M. Walker (Bar No. 251730)

7 curranwalker@quinnemanuel.com

8 865 South Figueroa Street, 10th Floor

9 Los Angeles, California 90017-2543

10 Telephone: (213) 443-3000

11 Facsimile: (213) 443-3100

FILED

LOS ANGELES SUPERIOR COURT

SEP 30 2008

JOHN A. CLARKE, CLERK

12 BY GLORIETTA ROBINSON, DEPUTY

13 Attorneys for Gramercy Warehouse  
14 Funding I LLC

15 SUPERIOR COURT OF THE STATE OF CALIFORNIA

16 COUNTY OF LOS ANGELES

17 CENTRAL DISTRICT

18 GRAMERCY WAREHOUSE  
19 FUNDING I LLC,

CASE NO. BC397750

20 Plaintiff,

21 FILING OF SUMMONS AND PROOF  
22 OF SERVICE OF COMPLAINT AND  
23 RELATED DOCUMENTS ON  
24 DEFENDANT LBREP LAKESIDE SC  
25 MASTER I LLC

26 vs.

27 LBREP/L-SUNCAL MASTER I LLC;  
28 SCC ACQUISITIONS, INC.; SCC  
ACQUISITIONS, LLC; SCC RANCH  
VENTURES, LCC; LBREP  
LAKESIDE SC MASTER I, LLC,  
BRUCE ELIEFF; and DOES 1 through  
100 inclusive,

Assigned to Hon. Mary Ann Murphy

Filing Date: Sept. 9, 2008

Trial Date: None Set

29 Dept - 25

Defendant.

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(CITA) JUDICIAL

ORIGINAL

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## NOTICE TO DEFENDANT:

(AVISO AL DEMANDADO):

LBREP/L-SUNCAL MASTER I LLC; SCC ACQUISITIONS, INC.;  
SCC ACQUISITIONS, LLC; SCC RANCH VENTURES, LLC; LBREP;  
LAKESIDE SC MASTER I, LLC; BRUCE ELIEFF; and DOES 1  
through 100, inclusive.FOR COURT USE ONLY  
(SOLO PARA USO DE LA CORTE)CONFORMED COPY  
OF ORIGINAL FILED  
Los Angeles Superior Court

SEP 19 2008

John A. Clarke, Executive Officer/Clerk  
By  Deputy  
CYNTHIA M. JACOBSYOU ARE BEING SUED BY PLAINTIFF:  
(LO ESTÁ DEMANDANDO EL DEMANDANTE):  
GRAMERCY WAREHOUSE FUNDING I LLC

You have 30 CALENDAR DAYS after this summons and legal papers are served on you to file a written response at this court and have a copy served on the plaintiff. A letter or phone call will not protect you. Your written response must be in proper legal form if you want the court to hear your case. There may be a court form that you can use for your response. You can find these court forms and more information at the California Courts Online Self-Help Center ([www.courtinfo.ca.gov/seithelp](http://www.courtinfo.ca.gov/seithelp)), your county law library, or the courthouse nearest you. If you cannot pay the filing fee, ask the court clerk for a fee waiver form. If you do not file your response on time, you may lose the case by default, and your wages, money, and property may be taken without further warning from the court.

There are other legal requirements. You may want to call an attorney right away. If you do not know an attorney, you may want to call an attorney referral service. If you cannot afford an attorney, you may be eligible for free legal services from a nonprofit legal services program. You can locate these nonprofit groups at the California Legal Services Web site ([www.lawhelpcalifornia.org](http://www.lawhelpcalifornia.org)), the California Courts Online Self-Help Center ([www.courtinfo.ca.gov/seithelp](http://www.courtinfo.ca.gov/seithelp)), or by contacting your local court or county bar association.

Tiene 30 DÍAS DE CALENDARIO después de que le entreguen esta citación y papeles legales para presentar una respuesta por escrito en esta corte y hacer que se entregue una copia al demandante. Una carta o una llamada telefónica no lo protegen. Su respuesta por escrito tiene que estar en formato legal correcto si desea que procesen su caso en la corte. Es posible que haya un formulario que usted pueda usar para su respuesta. Puede encontrar estos formularios de la corte y más información en el Centro de Ayuda de las Cortes de California ([www.courtinfo.ca.gov/seithelp/espanol](http://www.courtinfo.ca.gov/seithelp/espanol)), en la biblioteca de leyes de su condado o en la corte que le quede más cerca. Si no puede pagar la cuota de presentación, pida al secretario de la corte que le dé un formulario de exención de pago de cuotas. Si no presenta su respuesta a tiempo, puede perder el caso por incumplimiento y la corte le podrá quitar su sueldo, dinero y bienes sin más advertencia.

Hay otros requisitos legales. Es recomendable que llame a un abogado inmediatamente. Si no conoce a un abogado, puede llamar a un servicio de remisión a abogados. Si no puede pagar a un abogado, es posible que cumpla con los requisitos para obtener servicios legales gratuitos de un programa de servicios legales sin fines de lucro. Puede encontrar estos grupos sin fines de lucro en el sitio web de California Legal Services, ([www.lawhelpcalifornia.org](http://www.lawhelpcalifornia.org)), en el Centro de Ayuda de las Cortes de California, ([www.courtinfo.ca.gov/seithelp/espanol](http://www.courtinfo.ca.gov/seithelp/espanol)) o poniéndose en contacto con la corte o el colegio de abogados locales.

The name and address of the court is:

(El nombre y dirección de la corte es):

Los Angeles Superior Court - State of California  
111 North Hill Street  
Los Angeles, CACASE NUMBER:  
(Número del Caso): B C 397750

CENTRAL JUDICIAL DISTRICT

The name, address, and telephone number of plaintiff's attorney, or plaintiff without an attorney, is:

(El nombre, la dirección y el número de teléfono del abogado del demandante, o del demandante que no tiene abogado, es):

Gary E. Gans (89537)

T: 213-443-3000 F: 213-443-3100

QUINN EMANUEL URQUHART OLIVER &amp; HEDGES, LLP

865 S. Figueroa Street, 10th Floor

Los Angeles, California 90017

DATE:

(Fecha)

CYNTHIA JACOBS

Deputy  
(Adjunto)

SEP 09 2008

John A. Clarke  
Clerk, by \_\_\_\_\_  
(Secretario)

(For proof of service of this summons, use Proof of Service of Summons (form POS-010).)

(Para prueba de entrega de esta citación use el formulario Proof of Service of Summons, (POS-010)).

NOTICE TO THE PERSON SERVED: You are served

[SEAL]

1.  as an individual defendant.
2.  as the person sued under the fictitious name of (specify):

3.  on behalf of (specify):

under:  CCP 416.10 (corporation)  CCP 416.60 (minor)  
 CCP 416.20 (defunct corporation)  CCP 416.70 (conservatee)  
 CCP 416.40 (association or partnership)  CCP 416.90 (authorized person)  
 other (specify):

4.  by personal delivery on (date):

POS-010

ATTORNEY OR PARTY WITHOUT ATTORNEY (Name, State Bar number, and address): Curran M. Walker, Esq. (#251730) QUINN EMANUEL URQUHART OLIVER & HEDGES 865 South Figueroa Street, 10th Floor Los Angeles, CA 90017 TELEPHONE NO.: (213) 443-3000 FAX NO. (Optional): E-MAIL ADDRESS (Optional): ATTORNEY FOR (Name): Plaintiff		FOR COURT USE ONLY
SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES STREET ADDRESS: 111 North Hill Street MAILING ADDRESS: CITY AND ZIP CODE: Los Angeles, CA 90012 BRANCH NAME: Central District		
PLAINTIFF/PETITIONER: GRAMERCY WAREHOUSE FUNDING I LLC DEFENDANT/RESPONDENT: LBREP/L-SUNCAL MASTER I LLC		CASE NUMBER: BC 397 750
PROOF OF SERVICE OF SUMMONS (Separate proof of service is required for each party served.)		

- At the time of service I was at least 18 years of age and not a party to this action.
- I served copies of:
  - summons
  - complaint
  - Alternative Dispute Resolution (ADR) package
  - Civil Case Cover Sheet (served in complex cases only)
  - cross-complaint
  - other (specify documents): Notice of Case Assignment; Civil Case Cover Sheet Addendum,
- a. Party served (specify name of party as shown on documents served):  
**LBREP LAKESIDE SC MASTER I LLC**
  - Person (other than the party in item 3a) served on behalf of an entity or as an authorized agent (and not a person under item 5b on whom substituted service was made) (specify name and relationship to the party named in item 3a):  
**Olivia Arsenault, authorized to receive service of process**
- Address where the party was served:  
**3500 West Olive Avenue, Suite 650, Burbank, CA 91505**
- I served the party (check proper box)
  - by personal service. I personally delivered the documents listed in item 2 to the party or person authorized to receive service of process for the party (1) on (date): Sept. 10, 2008 (2) at (time): 11:48 a.m.
  - by substituted service. On (date): at (time): I left the documents listed in item 2 with or in the presence of (name and title or relationship to person indicated in item 3):
    - (business) a person at least 18 years of age apparently in charge at the office or usual place of business of the person to be served. I informed him or her of the general nature of the papers.
    - (home) a competent member of the household (at least 18 years of age) at the dwelling house or usual place of abode of the party. I informed him or her of the general nature of the papers.
    - (physical address unknown) a person at least 18 years of age apparently in charge at the usual mailing address of the person to be served, other than a United States Postal Service post office box. I informed him or her of the general nature of the papers.
    - I thereafter mailed (by first-class, postage prepaid) copies of the documents to the person to be served at the place where the copies were left (Code Civ. Proc., § 415.20). I mailed the documents on (date): from (city): or  a declaration of mailing is attached.
    - I attach a declaration of diligence stating actions taken first to attempt personal service.

PLAINTIFF/PETITIONER: GRAMERCY WAREHOUSE FUNDING I LLC	CASE NUMBER: BC 397 750
DEFENDANT/RESPONDENT: LBREP/L-SUNCAL MASTER I LLC	

5. c.  by mail and acknowledgment of receipt of service. I mailed the documents listed in item 2 to the party, to the address shown in item 4, by first-class mail, postage prepaid.

(1) on (date):  (2) from (city):  
(3)  with two copies of the *Notice and Acknowledgment of Receipt* and a postage-paid return envelope addressed to me. (Attach completed Notice and Acknowledgement of Receipt.) (Code Civ. Proc., § 415.30.)  
(4)  to an address outside California with return receipt requested. (Code Civ. Proc., § 415.40.)

d.  by other means (specify means of service and authority: zoning code section).

Additional page describing service is attached.

6. The "Notice to the Person Served" (on the summons) was completed as follows:

a.  as an individual defendant.  
b.  as the person sued under the fictitious name of (specify):  
c.  as occupant.  
d.  On behalf of (specify): LBREP LAKESIDE SC MASTER I LLC,

under the following Code of Civil Procedure section:

<input type="checkbox"/> 416.10 (corporation)	<input type="checkbox"/> 415.95 (business organization, form unknown)
<input type="checkbox"/> 416.20 (defunct corporation)	<input type="checkbox"/> 416.60 (minor)
<input type="checkbox"/> 416.30 (joint stock company/association)	<input type="checkbox"/> 416.70 (ward or conservatee)
<input type="checkbox"/> 416.40 (association or partnership)	<input type="checkbox"/> 416.90 (authorized person)
<input type="checkbox"/> 416.50 (public entity)	<input type="checkbox"/> 415.46 (occupant)
	<input type="checkbox"/> other:

7. Person who served papers

a. Name: Mark Shurlock, Now Legal Service  
b. Address: 1301 West 2nd Street, Suite 101, Los Angeles, CA 90026  
c. Telephone number: (213) 482-1567  
d. The fee for service was: \$ 39.50

e. I am:

(1)  not a registered California process server.  
(2)  exempt from registration under Business and Professions Code section 22350(b).  
(3)  a registered California process server:  
(i)  owner  employee  independent contractor.  
(ii) Registration No.: 5426  
(iii) County: Los Angeles

8.  I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

or

9.  I am a California sheriff or marshal and I certify that the foregoing is true and correct.

Date: September 10, 2008

Mark Shurlock

(NAME OF PERSON WHO SERVED PAPERS/SHERIFF OR MARSHAL)

  
(SIGNATURE)

## PROOF OF SERVICE

I, Katherine L. Roberts, am employed in the County of San Francisco, State of California. I am over the age of 18 and not a party to the within action; my business address is 555 California Street, San Francisco, California 94104-1501.

On December 1, 2008, I served the original of the foregoing document described as:

**NOTICE OF REMOVAL OF STATE COURT CIVIL ACTION AND DEFENDANT  
LBREP LAKESIDE SC MASTER I, LLC'S RULE 7.1 DISCLOSURE STATEMENT on  
the interested parties in this action as follows:**

- By placing the document(s) listed above in a sealed envelope with postage thereon fully prepaid, in the United States mail at San Francisco, California addressed as set forth below. I am familiar with the firm's practice of collection and processing correspondence for mailing. Under that practice it would be deposited with the U.S. postal service on that same day with postage thereon fully prepaid in the ordinary course of business.
- By Electronic Transmission. I caused an electronic transmission (email) to be sent to the email addresses listed for each of the parties
- By transmitting via facsimile, the document(s) listed above to the fax number set forth above on this date before 5:00 p.m. I am aware that service is presumed invalid unless the transmission machine properly issues a transmission report stating the transmission is complete and without error.

**See Attached Service List**

[ ] **(STATE)** I declare under penalty of perjury under the laws of the State of California that the above is true and correct.

[X] **(FEDERAL)** I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made.

Executed December 1, 2008, at San Francisco, California.

Katherine L. Roberts  
Katherine L. Roberts

## 1 SERVICE LIST

2 <b>Counsel for Chapter 11 Trustee</b>	3 <b>Chapter 11 Trustee</b>
4 WEILAND, GOLDEN, SMILEY, WANG EKVALL & STROK LLP 650 Town Center Drive, Suite 950 Costa Mesa, California 92626 Attn: Evan D. Smiley ESmiley@wglp.com	5 SIEGEL, GOTTLIEB, MANGEL & LEVINE 15233 Ventura Blvd., 9th Floor Sherman Oaks, California 91403 Attn: Alfred H. Siegel ahtrustee@horwathcal.com
6 <b>Proposed Counsel for Joint Committee of 7 Creditors Holding Unsecured Claims</b>	8 <b>Proposed Counsel for Debtors</b>
9 LEVENE, NEALE, BENDER, RANKIN & BRILL LLP 10250 Constellation Blvd., Suite 1700 Los Angeles, California 90067 Attn: Daniel H. Reiss dhr@lnbrb.com	10 CLARKSON, GORE & MARSELLA, APLC 3423 Carson Street, Suite 350 Torrance, California 90503 Attn: Scott C. Clarkson scClarkson@lawcgm.com
11 <b>Counsel for Gramercy Warehouse Funding I, LLC</b>	12 <b>Counsel for Lehman Commercial Paper, Inc., as First Lien Administrative Agent for the First Lien Lenders</b>
13 LEVENE, NEALE, BENDER, RANKIN & BRILL LLP 14 10250 Constellation Blvd., Suite 1700 Los Angeles, California 90067 15 Attn: Daniel H. Reiss dhr@lnbrb.com	16 ALLEN MATKINS LECK GAMBLE MALLORY & NATSIS LLP 515 South Figueroa Street, 9th Floor Los Angeles, California 90071 Attn: David Zaro dzaro@allenmatkins.com
17 SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP 300 S. Grand Avenue, Suite 3400 18 Los Angeles, California 90071 19 Attn: Van Durrer vdurrer@skadden.com	20 CADWALADER, WICKERSHAM & TAFT LLP One World Financial Center New York, New York 10281 Attn: George A. Davis george.davis@cwt.com
21 <b>Counsel for SunCal Management</b>	22 <b>Counsel for Superior Pipelines, Inc.</b>
23 WINTHROP COUCHOT 660 Newport Center Drive, 4th Floor Newport Beach, California 92660 Attn: Paul Couchot pcouchot@winthropcouchot.com	24 KELIN, DENATALE, GOLDNER, COOPER, ROSENLIEB & KIMBALL, LLP 4550 California Avenue, Second Floor Bakersfield, California 93309 Attn: Thomas Scott Belden sbelden@kleinlaw.com

1	<b>Counsel for the Highland Entities</b>  WARNER STEVENS, L.L.P. 301 Commerce Street, Suite 1700 Fort Worth, Texas 76102 Attn: Michael D. Warner mwarner@warnerstevens.com	<b>Counsel for U.S. Trustee</b>  OFFICE OF THE U.S. TRUSTEE 411 W. 4th Street, Suite 9041 Santa Ana, California 92701 Attn: Michael J. Hauser, Esq. Michael.Hauser@usdoj.gov
5	<b>Counsel for General Electric Capital Corporation</b>  GLASS & GOLDBERG 21700 Oxnard St., Suite 430 Woodland Hills, California 91367 Attn: Marshall F Goldberg mgoldberg@glassgoldberg.com	<b>Counsel for RBF Consulting</b>  RUS, MILIBAND & SMITH, APC 2600 Michaelson Dr Ste 700 Irvine, California 92612 Attn: Ronald Rus rrus@rusmiliband.com
10	<b>Robert P. Goe</b>  <b>GOE &amp; FORSYTHE, LLP</b> 660 Newport Center Drive, Suite 320 Newport Beach, California 92660 Attn: Robert P Goe rgoe@goeforlaw.com	<b>Counsel for John D. Scripter dba Masonry Plus, Klassen Corporation, Landscape Development, Inc., Pacific Advanced Civil Engineering, Inc., Pacific Soils Engineering, Inc., Southwestern Equipment LLC, Van Dyke Landscaping</b>  LEVENE, NEALE, BENDER, RANKIN & BRILL LLP 10250 Constellation Blvd., Suite 1700 Los Angeles, California 90067 Attn: Craig M Rankin cmr@lnbrb.com
15	<b>Counsel for LBREP/L-SunCal Master I LLC; LBREP/L- SunCal McAllister Ranch, LLC; LBREP/L- SunCal McSweeny Farms, LLC; LBREP/L- SunCal Summerwind, LLC;</b>  LEVENE, NEALE, BENDER, RANKIN & BRILL LLP 10250 Constellation Blvd., Suite 1700 Los Angeles, California 90067 Attn: Craig M Rankin cmr@lnbrb.com	<b>Counsel for Defendants SCC Acquisitions, Inc.; SCC Acquisitions, LLC; SCC Ranch Ventures, LLC and Bruce Elieff</b>  MILLER BARONDESS, LLP 1999 Avenue of the Stars, Suite 1000 Los Angeles, CA 90067 Attn: James Miller, Esq. jmiller@millerbarondess.com

1 **Counsel for Defendants LBREP/L-SUNCAL  
MASTER I LLC**

2  
3 CLARKSON, GORE & MARSELLA, APLC  
4 3424 Carson Street, Suite 350  
5 Torrance, CA 90503  
Attn: Scott C. Clarkson  
sclarkson@lawcgm.com

1 **Counsel for Plaintiff Gramercy Warehouse  
Funding I LLC**

2 QUINN, EMANUEL, URQUHART, OLIVER  
3 & HEDGES, LLP  
4 865 Figueroa Street, 10th Floor  
5 Los Angeles, CA 90017  
Attn: Gary E. Gans  
garygans@quinnemanuel.com

ORIGINAL

UNITED STATES DISTRICT COURT, CENTRAL DISTRICT OF CALIFORNIA  
CIVIL COVER SHEET

**I (a) PLAINTIFFS** (Check box if you are representing yourself )  
Gramercy Warehouse Funding I LLC

**DEFENDANTS**  
LBREP Lakeside SC Master I, LLC

**(b) Attorneys (Firm Name, Address and Telephone Number. If you are representing yourself, provide same.)**  
Gary Gans  
Quinn Emanuel Urquhart Oliver & Hedges  
865 Figueroa St., Los Angeles, CA 90017

**Attorneys (If Known)**

Mark E. McKane  
Christopher W. Keegan  
KIRKLAND & ELLIS, LLP  
555 California Street, San Francisco, CA 94104

**II. BASIS OF JURISDICTION** (Place an X in one box only.)

1 U.S. Government Plaintiff  3 Federal Question (U.S. Government Not a Party)  
 2 U.S. Government Defendant  4 Diversity (Indicate Citizenship of Parties in Item III)

**III. CITIZENSHIP OF PRINCIPAL PARTIES - For Diversity Cases Only**  
(Place an X in one box for plaintiff and one for defendant.)

	PTF	DEF	PTF	DEF
Citizen of This State	<input type="checkbox"/> 1	<input type="checkbox"/> 1	Incorporated or Principal Place of Business in this State	<input type="checkbox"/> 4 <input type="checkbox"/> 4
Citizen of Another State	<input type="checkbox"/> 2	<input type="checkbox"/> 2	Incorporated and Principal Place of Business in Another State	<input type="checkbox"/> 5 <input type="checkbox"/> 5
Citizen or Subject of a Foreign Country	<input type="checkbox"/> 3	<input type="checkbox"/> 3	Foreign Nation	<input type="checkbox"/> 6 <input type="checkbox"/> 6

**IV. ORIGIN** (Place an X in one box only.)

1 Original  2 Removed from State Court  3 Remanded from Appellate Court  4 Reinstated or Reopened  5 Transferred from another district (specify):  6 Multi-District Litigation  7 Appeal to District Judge from Magistrate Judge

**V. REQUESTED IN COMPLAINT: JURY DEMAND:**  Yes  No (Check 'Yes' only if demanded in complaint.)**MONEY DEMANDED IN COMPLAINT:** \$ 144,000,000.00CLASS ACTION under F.R.C.P. 23:  Yes  No**VI. CAUSE OF ACTION** (Cite the U.S. Civil Statute under which you are filing and write a brief statement of cause. Do not cite jurisdictional statutes unless diversity.)

28 U.S.C. 1452 - Removal

**VII. NATURE OF SUIT** (Place an X in one box only.)

OTHER STATUTES	CONTRACT	TORTS PERSONAL INJURY	TORTS PERSONAL PROPERTY	PRISONER PETITIONS	LABOR
<input type="checkbox"/> 400 State Reapportionment	<input type="checkbox"/> 110 Insurance	<input type="checkbox"/> 310 Airplane	<input type="checkbox"/> 370 Other Fraud	<input type="checkbox"/> 510 Motions to Vacate Sentence	<input type="checkbox"/> 710 Fair Labor Standards Act
<input type="checkbox"/> 410 Antitrust	<input type="checkbox"/> 120 Marine	<input type="checkbox"/> 315 Airplane Product Liability	<input type="checkbox"/> 371 Truth in Lending	<input type="checkbox"/> 520 Habeas Corpus	<input type="checkbox"/> 720 Labor/Mgmt. Relations
<input type="checkbox"/> 430 Banks and Banking	<input type="checkbox"/> 130 Miller Act	<input type="checkbox"/> 320 Assault, Libel & Slander	<input type="checkbox"/> 380 Other Personal Property Damage	<input type="checkbox"/> 530 General	<input type="checkbox"/> 730 Labor/Mgmt. Reporting & Disclosure Act
<input type="checkbox"/> 450 Commerce/ICC Rates/etc.	<input type="checkbox"/> 140 Negotiable Instrument	<input type="checkbox"/> 330 Fed. Employers' Liability	<input type="checkbox"/> 385 Property Damage Product Liability	<input type="checkbox"/> 540 Mandamus/ Other	<input type="checkbox"/> 740 Railway Labor Act
<input type="checkbox"/> 460 Deportation	<input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment	<input type="checkbox"/> 340 Marine	<input type="checkbox"/> 422 Appeal 28 USC 158	<input type="checkbox"/> 550 Civil Rights	<input type="checkbox"/> 790 Other Labor Litigation
<input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations	<input type="checkbox"/> 151 Medicare Act	<input type="checkbox"/> 345 Marine Product Liability	<input type="checkbox"/> 423 Withdrawal 28 USC 157	<input type="checkbox"/> 555 Prison Condition	<input type="checkbox"/> 791 Empl. Ret. Inc. Security Act
<input type="checkbox"/> 480 Consumer Credit	<input type="checkbox"/> 152 Recovery of Defaulted Student Loan (Excl. Veterans)	<input type="checkbox"/> 350 Motor Vehicle	<input type="checkbox"/> 430 CIVIL RIGHTS	<input type="checkbox"/> 610 Agriculture	<input type="checkbox"/> 792 Proprietary Rights
<input type="checkbox"/> 490 Cable/Sat TV	<input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits	<input type="checkbox"/> 355 Motor Vehicle Product Liability	<input type="checkbox"/> 441 Voting	<input type="checkbox"/> 620 Other Food & Drug	<input type="checkbox"/> 820 Copyrights
<input type="checkbox"/> 810 Selective Service	<input type="checkbox"/> 160 Stockholders' Suits	<input type="checkbox"/> 360 Other Personal Injury	<input type="checkbox"/> 442 Employment	<input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC 881	<input type="checkbox"/> 830 Patent
<input type="checkbox"/> 850 Securities/Commodities/ Exchange	<input type="checkbox"/> 190 Other Contract	<input type="checkbox"/> 362 Personal Injury-Med Malpractice	<input type="checkbox"/> 443 Housing/Accommodations	<input type="checkbox"/> 630 Liquor Laws	<input type="checkbox"/> 840 Trademark
<input type="checkbox"/> 875 Customer Challenge 12 USC 3410	<input type="checkbox"/> 195 Contract Product Liability	<input type="checkbox"/> 365 Personal Injury-Product Liability	<input type="checkbox"/> 444 Welfare	<input type="checkbox"/> 640 R.R. & Truck	<input type="checkbox"/> 850 Social Security
<input checked="" type="checkbox"/> 890 Other Statutory Actions	<input type="checkbox"/> 196 Franchise	<input type="checkbox"/> 368 Asbestos Personal Injury Product Liability	<input type="checkbox"/> 445 American with Disabilities - Employment	<input type="checkbox"/> 650 Airline Regs	<input type="checkbox"/> 861 HIA (1395ft)
<input type="checkbox"/> 891 Agricultural Act	<input type="checkbox"/> REAL PROPERTY	<input type="checkbox"/> 462 Naturalization Application	<input type="checkbox"/> 446 American with Disabilities - Other	<input type="checkbox"/> 660 Occupational Safety /Health	<input type="checkbox"/> 862 Black Lung (923)
<input type="checkbox"/> 892 Economic Stabilization Act	<input type="checkbox"/> 210 Land Condemnation	<input type="checkbox"/> 463 Habeas Corpus-Alien Detainee	<input type="checkbox"/> 449 Other Civil Rights	<input type="checkbox"/> 690 Other	<input type="checkbox"/> 863 DIWC/DIWW (405(g))
<input type="checkbox"/> 893 Environmental Matters	<input type="checkbox"/> 220 Foreclosure	<input type="checkbox"/> 465 Other Immigration Actions			<input type="checkbox"/> 864 SSID Title XVI
<input type="checkbox"/> 894 Energy Allocation Act	<input type="checkbox"/> 230 Rent Lease & Ejectment				<input type="checkbox"/> 865 RSI (405(g))
<input type="checkbox"/> 895 Freedom of Info. Act	<input type="checkbox"/> 240 Torts to Land				<input type="checkbox"/> 867 FEDERAL TAX SUITS
<input type="checkbox"/> 900 Appeal of Fee Determination Under Equal Access to Justice	<input type="checkbox"/> 245 Tort Product Liability				<input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant)
<input type="checkbox"/> 950 Constitutionality of State Statutes	<input type="checkbox"/> 290 All Other Real Property				<input type="checkbox"/> 871 IRS-Third Party 26 USC 7609

FOR OFFICE USE ONLY: Case Number: \_\_\_\_\_

AFTER COMPLETING THE FRONT SIDE OF FORM CV-71, COMPLETE THE INFORMATION REQUESTED BELOW.

UNITED STATES DISTRICT COURT, CENTRAL DISTRICT OF CALIFORNIA  
CIVIL COVER SHEET

VIII(a). IDENTICAL CASES: Has this action been previously filed in this court and dismissed, remanded or closed?  No  Yes  
If yes, list case number(s): \_\_\_\_\_

VIII(b). RELATED CASES: Have any cases been previously filed in this court that are related to the present case?  No  Yes  
If yes, list case number(s): 8:08-bk-15588-ES; 8:08-bk-15637-ES; 8:08-bk-15639-ES; 8:08-bk-15640-ES

## Civil cases are deemed related if a previously filed case and the present case:

(Check all boxes that apply)

- A. Arise from the same or closely related transactions, happenings, or events; or
- B. Call for determination of the same or substantially related or similar questions of law and fact; or
- C. For other reasons would entail substantial duplication of labor if heard by different judges; or
- D. Involve the same patent, trademark or copyright, and one of the factors identified above in a, b or c also is present.

## IX. VENUE: (When completing the following information, use an additional sheet if necessary.)

(a) List the County in this District; California County outside of this District; State if other than California, or Foreign Country, in which EACH named plaintiff resides.  
 Check here if the government, its agencies or employees is a named plaintiff. If this box is checked, go to item (b).

County in this District.*	California County outside of this District; State, if other than California; or Foreign Country
	New York

(b) List the County in this District; California County outside of this District; State if other than California; or Foreign Country, in which EACH named defendant resides.  
 Check here if the government, its agencies or employees is a named defendant. If this box is checked, go to item (c).

County in this District.*	California County outside of this District; State, if other than California; or Foreign Country
Orange	

(c) List the County in this District; California County outside of this District; State if other than California; or Foreign Country, in which EACH claim arose.  
**Note: In land condemnation cases, use the location of the tract of land involved.**

County in this District.*	California County outside of this District; State, if other than California; or Foreign Country
Orange	

\* Los Angeles, Orange, San Bernardino, Riverside, Ventura, Santa Barbara, or San Luis Obispo Counties

Note: In land condemnation cases, use the location of the tract of land involved

X. SIGNATURE OF ATTORNEY (OR PRO PER): *Christopher W. Keegan* <sup>KS</sup> Date 12/01/08

**Notice to Counsel/Parties:** The CV-71 (JS-44) Civil Cover Sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law. This form, approved by the Judicial Conference of the United States in September 1974, is required pursuant to Local Rule 3-1 is not filed but is used by the Clerk of the Court for the purpose of statistics, venue and initiating the civil docket sheet. (For more detailed instructions, see separate instructions sheet.)

Key to Statistical codes relating to Social Security Cases:

Nature of Suit Code	Abbreviation	Substantive Statement of Cause of Action
861	HIA	All claims for health insurance benefits (Medicare) under Title 18, Part A, of the Social Security Act, as amended. Also, include claims by hospitals, skilled nursing facilities, etc., for certification as providers of services under the program. (42 U.S.C. 1935FF(b))
862	BL	All claims for "Black Lung" benefits under Title 4, Part B, of the Federal Coal Mine Health and Safety Act of 1969. (30 U.S.C. 923)
863	DIWC	All claims filed by insured workers for disability insurance benefits under Title 2 of the Social Security Act, as amended; plus all claims filed for child's insurance benefits based on disability. (42 U.S.C. 405(g))
863	DIWW	All claims filed for widows or widowers insurance benefits based on disability under Title 2 of the Social Security Act, as amended. (42 U.S.C. 405(g))
864	SSID	All claims for supplemental security income payments based upon disability filed under Title 16 of the Social Security Act, as amended.
865	RSI	All claims for retirement (old age) and survivors benefits under Title 2 of the Social Security Act, as amended. (42 U.S.C. (g))

ORIGINAL

NAME, ADDRESS &amp; TELEPHONE NUMBER OF ATTORNEY(S) FOR, OR, PLAINTIFF OR DEFENDANT IF PLAINTIFF OR DEFENDANT IS PRO PER

Mark E. McKane, State Bar No. 230552  
 Christopher W. Keegan, State Bar No. 232045  
 mmckane@kirkland.com  
 ckeegan@kirkland.com  
 KIRKLAND & ELLIS LLP  
 555 California Street  
 San Francisco, CA 94104  
 Tel: 415-439-1400 / Fax: 415-439-1500

ATTORNEYS FOR: Defendant LBREP Lakeside SC Master I, LLC

**UNITED STATES DISTRICT COURT**  
**CENTRAL DISTRICT OF CALIFORNIA**

GRAMERCY WAREHOUSE FUNDING I LLC  v.  LBREP/L-SunCal Master I LLC; SCC Acquisitions, Inc.; SCC Acquisitions, LLC; SCC Ranch Ventures, LLC; LBREP Lakeside SC Master I LLC : Bruce Elieff and DOES 1 through 100, Inclusive	Plaintiff(s),  Defendant(s)	CASE NUMBER  8:08-bk-15588-ES
<b>CERTIFICATION AND NOTICE OF INTERESTED PARTIES (Local Rule 7.1-1)</b>		

TO: THE COURT AND ALL PARTIES APPEARING OF RECORD:

The undersigned, counsel of record for LBREP Lakeside SC Master I, LLC (or party appearing in pro per), certifies that the following listed party (or parties) has (have) a direct, pecuniary interest in the outcome of this case. These representations are made to enable the Court to evaluate possible disqualification or recusal. (Use additional sheet if necessary.)

**PARTY** **CONNECTION**  
 (List the names of all such parties and identify their connection and interest.)

Gremecy Warehouse Funding	Plaintiff
LBREP/L-SunCal Master I, LLC	Defendant / Debtor
SCC Acquisitions, Inc.	Defendant
SCC Acquisitions, LLC	Defendant
SCC Ranch Ventures LLC	Defendant
LBREP Lakeside SC Master I, LLC	Defendant
Bruce Elieff	Defendant

12/01/08  
 Date

Christopher W. Keegan /ks  
 Sign

LBREP Lakeside SC Master I, LLC

Attorney of record for or party appearing in pro per

**NOTICE OF INTERESTED PARTIES**